

MARSHALL & ILSLEY CORP/WI/

Form 5

January 21, 2003

FORM 5

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, DC 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

X Form 4 Transactions Reported

STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 194

OMB

APPROVAL

OMB Number:

3235-0287

Expires: January

31, 2005

Estimated average burden

hours per

response...0.5

0

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)											
Renard Paul J		Marshall & Ilsley Corporation (MI)		<table border="1"> <tr> <td></td> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td>X</td> <td>Officer (give title below)</td> <td>Other (specify below)</td> </tr> <tr> <td colspan="3">Senior Vice President</td> </tr> </table>				Director	10% Owner	X	Officer (give title below)	Other (specify below)	Senior Vice President		
	Director	10% Owner													
X	Officer (give title below)	Other (specify below)													
Senior Vice President															
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)										
770 North Water Street			12-31-2002												
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	X		Form filed by One Reporting Person										
Milwaukee WI 53202					Form filed by More than One Reporting Person										
(City) (State) (Zip)		Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Date of Transaction (Month/Day/Year)	3. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Owned or Reported (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)								
			Code	V	Amount	Price									

FORM 5 (continued)		Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, conversions)								
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units	.687 (1)	1/16/03		D			2,000	1/16/03	1/16/03	Common Stock

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1. Represents shares per unit rounded

2. Represents common stock price used to settle performance units

/s/ Ryan Daniels

January 21,
2003

**Signature of
Reporting Person

Date

By: Ryan E. Daniels, Attorney-in-fact

Renard, Paul J.

770 North Water Street

Milwaukee WI 53202

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.